

RECORDATION NO. 10877-J FILED

JAN 26 '07 -8 10 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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January 26, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Security Interests in Locomotives and in Lease, dated as of January 25, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Conditional Sale Agreement, Agreement and Assignment and Assignment of Lease and Agreement previously filed with the Commission under Recordation Numbers 10877, 10877-B and 10877-C, respectively.

The name and address of the party to the enclosed document are:

Secured Party: BNY Midwest Railcar Corporation  
2 North LaSalle Street  
Chicago, IL 60602

Mr. Vernon A. Williams  
January 26, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

51 locomotives: CSXT 1534 – CSXT 1550; CSXT 1559 – CSXT 1563;  
PRR 1406 – PRR 1425; and PRR 1437 – PRR 1445.

A short summary of the document to appear in the index is:

Release of Security Interests in Locomotives and in Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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## SURFACE TRANSPORTATION BOARD

RELEASE OF SECURITY INTERESTS IN LOCOMOTIVES AND IN LEASEWITNESSETH

WHEREAS, by Conditional Sale Agreement, dated as of February 1, 1979 (the "CSA"), General Motors Company (Electro Motive Division) ("Builder") agreed to construct and sell to First Security Bank of Utah, N.A., as Trustee ("FSBU"), as Agent under a Conditional Sale Agreement dated the same date, fifty-one (51) locomotives with the reporting mark and road numbers shown in Exhibit A hereto ("Equipment");

WHEREAS, by Agreement and Assignment, dated as of February 1, 1979 (the "Assignment") Builder assigned its interests in the CSA to Mercantile-Safe Deposit and Trust Company, as Secured Party ("Mercantile");

WHEREAS, by Lease of Railroad Equipment, dated as of February 1, 1979 (the "Lease"), between FSBU and Consolidated Rail Corporation ("ConRail"), FSBU leased the Equipment to ConRail subject to the rights of Agent under the CSA;

WHEREAS, by Assignment of Lease and Agreement, dated as of February 1, 1979 (the "Agreement"), FSBU assigned its rights under the Lease as collateral security to Mercantile to secure the payment of the indebtedness under the CSA (the "CSA Indebtedness");

WHEREAS the CSA, the Assignment, the Lease and the Agreement were filed and recorded with the Interstate Commerce Commission on October 11, 1979 at 1:30 p.m. and assigned Recordation Numbers 10877, 10877-A, 10877-B and 10877-C, respectively.

WHEREAS, an Amendment Agreement dated September 3, 1998 among Conrail, as lessee, General Electric Capital Corporation ("GECC") (f/k/a GE Credit), as beneficiary, and FSBU, as lessor, was recorded at the Surface Transportation Board on January 13, 1999 at 2:30 p.m., under Recordation No. 10877-F acknowledging that the CSA indebtedness has been paid;

WHEREAS, Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Trustee ("Successor Trustee") has succeeded to the interests of FSBU;

WHEREAS, BNY Midwest Trust Company has succeeded to the interests of Mercantile as Secured Party;

WHEREAS, the Secured Party hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Assignment and the Agreement;

NOW, THEREFORE, in consideration of the premises, it is agreed:

Secured Party does hereby acknowledge and confirm: (i) the full and complete satisfaction of the CSA Indebtedness and other obligations under the CSA, the Assignment, and the Agreement; (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the CSA, the Assignment, the Agreement, or any other instruments executed pursuant thereto or in connection therewith; and (iii) the reassignment, effective hereby, to Successor Trustee of all of the rights, title and interests of the Secured Party in the Lease and the Equipment.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

IN WITNESS WHEREOF, the parties hereto has executed this instrument as of the 25<sup>th</sup> day of January, 2007.

BNY MIDWEST TRUST COMPANY

By: *D. G. Donovan*

Name: D. G. DONOVAN

Title: VICE PRESIDENT

STATE OF ILLINOIS     )  
                                  ) ss:  
COUNTY OF COOK     )

On this 25<sup>th</sup> day of January, 2007, before me personally appeared Dan G. Donovan, to me personally known, who, being by me duly sworn, says that he/she is a VICE PRESIDENT of BNY MIDWEST TRUST COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

*Julie Braun*  
NOTARY PUBLIC

My commission expires:

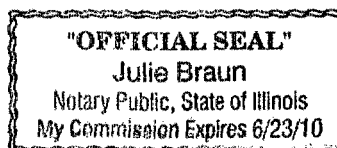


Exhibit A

OLD NUMBER	NEW NUMBER	OLD NUMBER	NEW NUMBER
CR 1616	CSXT 1534	CR 1615	PRR 1406
CR 1617	CSXT 1535	CR 1619	PRR 1407
CR 1618	CSXT 1536	CR 1621	PRR 1408
CR 1620	CSXT 1537	CR 1623	PRR 1409
CR 1622	CSXT 1538	CR 1624	PRR 1410
CR 1628	CSXT 1539	CR 1625	PRR 1411
CR 1629	CSXT 1540	CR 1626	PRR 1412
CR 1630	CSXT 1541	CR 1627	PRR 1413
CR 1631	CSXT 1542	CR 1634	PRR 1414
CR 1632	CSXT 1543	CR 1635	PRR 1415
CR 1633	CSXT 1544	CR 1636	PRR 1416
CR 1637	CSXT 1545	CR 1638	PRR 1417
CR 1639	CSXT 1546	CR 1640	PRR 1418
CR 1641	CSXT 1547	CR 1642	PRR 1419
CR 1644	CSXT 1548	CR 1643	PRR 1420
CR 1645	CSXT 1549	CR 1646	PRR 1421
CR 1647	CSXT 1550	CR 1648	PRR 1422
CR 1672	CSXT 1559	CR 1649	PRR 1423
CR 1673	CSXT 1560	CR 1650	PRR 1424
CR 1675	CSXT 1561	CR 1651	PRR 1425
CR 1678	CSXT 1562	CR 1671	PRR 1437
CR 1683	CSXT 1563	CR 1674	PRR 1438
		CR 1676	PRR 1439
		CR 1677	PRR 1440
		CR 1679	PRR 1441
		CR 1680	PRR 1442
		CR 1681	PRR 1443
		CR 1682	PRR 1444
		CR 1684	PRR 1445

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/26/07



\_\_\_\_\_  
Robert W. Alvord